

Relentless Resources Limited

ACN 160 863 892

Supplementary Prospectus

to be read together with the replacement prospectus dated 13 December 2018 issued by Relentless Resources Limited

Important Information

This document is a supplementary prospectus (**Supplementary Prospectus**) lodged and given in accordance with subsection 724(3G) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as inserted by ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**ASIC Instrument**). This Supplementary Prospectus is dated 21 December 2018 and has been lodged with ASIC on that date. It supplements the replacement prospectus, which is dated 13 December 2018 and was lodged with ASIC on that date and which was issued by Relentless Resources Limited ACN 160 863 892 (**Company**) offering fully paid ordinary shares in the Company (**Prospectus**). For the purposes of this document, references to “Supplementary Prospectus” are references to this document, and references to “Prospectus” are references to the Prospectus dated 13 December 2018. Capitalised terms that are not defined in this Supplementary Prospectus have the meaning given in the Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. You should carefully consider the entirety of this Supplementary Prospectus together with the Prospectus in light of your personal circumstances, and seek guidance from your professional adviser before deciding whether to invest in the Shares.

Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. This Supplementary Prospectus will be issued with the Prospectus and made available in electronic form on the homepage of the Company’s website: www.relentlessresources.com.au. Persons who access the electronic version of the Prospectus should ensure that they download and read the entire Prospectus and this Supplementary Prospectus. The Company will send a copy of this Supplementary Prospectus to all Applicants who have applied for Shares under the Prospectus as at the date of this Supplementary Prospectus.

An Applicant wishing to apply for Shares should still use the Application Form for Shares included in the Prospectus.

None of ASIC, ASX or their officers take any responsibility for the contents of this Supplementary Prospectus or for the merits of the investment to which this Prospectus relates.

Purposes of this Supplementary Prospectus

The purposes of this Supplementary Prospectus are to:

- extend the Closing Date of the Offer to 31 January 2019, and make consequential changes to the dates that follow the Closing Date;

- change the date on which it is proposed that the Shares be admitted to quotation on the ASX to 8 February 2019; and
- provide those who applied for Shares under the Offer (**Applicants**) with a right to withdraw their applications and be repaid the amount they paid for those Shares.

Content required by the ASIC Instrument

In accordance with subsection 724(3H) of the Corporations Act, as inserted by the ASIC Instrument, the Company notes that:

- as at the date of this Supplementary Prospectus, the Company has received applications for 1,312,000 Shares (totalling \$656,000);
- the Company made an application to ASX for admission to quotation of the Shares within seven days after the date of the Original Prospectus;
- the Shares have not been admitted to quotation as at the date of this Supplementary Prospectus;
- as at the date of this Supplementary Prospectus, ASX has not indicated a view to the Company regarding whether the Shares will be admitted to quotation or the conditions that ASX would require the Company to satisfy in order for the Shares to be admitted to quotation;
- the date by which the Company expects the Shares to be admitted to quotation is being changed to 8 February 2019, but otherwise no changes are being made to the quotation condition set out in the Prospectus; and
- withdrawal rights in relation to the Offer are outlined below.

Withdrawal rights

The Company is providing Applicants with an opportunity to withdraw their application for Shares and be repaid the amount they paid for the issue of such Shares (without interest) for the period commencing on the date of this Supplementary Prospectus and ending at 5:00pm (Sydney Time) on 21 January 2019 (**Withdrawal Period**).

Applicants do not have any obligation to withdraw their application. If an Applicant does not wish to withdraw their application, then they do not need to take any further action.

If an Applicant wishes to withdraw their application for Shares and be repaid the amount they paid for the issue of the Shares set out in the application form they submitted, the Applicant must submit a written request to the Company, which provides sufficient information about the Applicant for the Company to verify that the person requesting the withdrawal is the Applicant. This request must be received by the Company at the below address by no later than 5:00pm (Sydney Time) on 21 January 2019.

Relentless Resources Limited
Level 12, 37 Bligh Street
Sydney NSW 2000

Repayment of the amount paid by the Applicant will be made by the Company posting a cheque to the Applicant at the address set out in the Applicant's original application form or as otherwise agreed in writing between the Company and the Applicant.

Unless closed earlier, the offer will remain open until 31 January 2019, which falls after the end of the Withdrawal Period.

Changes to the Prospectus

1. The table in the 'Key Offer Information' section of the Prospectus (at page 4 of the Prospectus) is replaced by the table set out below.

Event	Date
Opening Date of the Offer	14 December 2018
Closing Date of the Offer	31 January 2019
Issue of Shares under the Offer	5 February 2019
Despatch of holding statements	5 February 2019
Expected date of quotation of Shares on the Official List	8 February 2019

Directors' authorisation and consent

This Supplementary Prospectus is issued by the Company. The issue of this Supplementary Prospectus has been authorised by each of the Directors and has been signed by the Chairman on behalf of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the issue and lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

Dated: 21 December 2018



Richard Anthon
Chairman
Relentless Resources Limited